

Quilt guild by the Sea By-Laws

Article I Definition of By-laws

1. These are the Bylaws of the Quilt Guild by the Sea, hereafter referred to as the "Guild". The Guild has been organized for the purpose of providing a social organization whereby quilters and those interested in quilting may find fellowship, pleasure, and recreation. The Guild will also promote and provide for the continued interest and appreciation of the art of quilt-making, foster continuing education of quilt making, and a sense of achievement among the members. The Guild will endeavor to enlist new quilters to perpetuate quilt making for the next generations, that quilt making may never become a lost art.
2. The legal address of the Guild shall be P.O. Box 64, Boca Raton, FL. 33429, or any other place designated by the Board of Directors.

Article II Membership, Voting, Quorum

1. The members of the Guild shall be participating quilters who have paid annual membership dues on or before the January meeting of the new year. Membership shall be open to all interested parties, 12 years of age or older, without regard to sex, race, religion, or national origin.
2. A quorum shall consist of a simple majority of Guild members present. All Guild members in good standing are entitled to vote on Guild issues and each member shall be entitled to one vote. "Good standing" shall be a "dues paid" member.
3. Given the "paperless" nature of the Guild, any issue requiring the vote of the membership shall be presented to the membership via email. Members may print a hard copy of the issue for their personal use. The actual vote will be taken at the next regular meeting of the Guild.
4. The affirmative vote of a majority of the members present shall prevail. In case of a tie vote, the issue being voted on shall be carried over to the next meeting where a quorum is present.

Article III Annual, Special and Guild Meetings of Membership

1. The Annual Members' Meeting shall be held at the Boca Raton Community Center, 150 Crawford Blvd, Boca Raton, FL. 33432 or any other location or virtual platform designated by the Board, at 10:00 a.m. at the regularly scheduled November Guild meeting each year for the purpose of electing officers and of transacting any other business authorized to be transacted by the members.

2. Special meetings shall be held when called by the President or President-Elect or by a majority of the Executive Board. Special meetings must be called by such officer upon receipt of a written request from members of the Guild having a majority of votes in the Guild.
3. Monthly in-person Guild meetings shall be held on the second Tuesday of each month at the Boca Raton Community Center except for the months of June and July. Under special circumstances monthly meetings will be held virtually throughout the year.
4. Written notice stating the place, day, and hour of the Annual Meeting and in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) days before the meeting via email at the direction of the President, the Secretary, or the Officers or persons calling the meeting, to the members entitled to vote at such meeting.

Article IV Board of Directors

1. The affairs of the Guild shall be managed by a Board of Directors consisting of four (4) elected officers consisting of a President, President-Elect, Secretary and Treasurer, herein referred to as the "Board". In addition to the listed members, Chairs of the Standing Committees will also be members of the Board. The Executive Board shall all be members of the Guild. The Executive Board is comprised of four (4) elected positions (President, President-Elect, Secretary and Treasurer), and four (4) appointed Directors (Programs, Membership, Publications and Technology) and two (2) appointed Standing Committee Chairs (Quilts of Valor and Outreach Programs consisting of Comfort Quilts, Fidget Quilts and Comfort Bears). Each Officer, Director, and Standing Committee Chair shall have one vote. In case of a tie vote among the ten voting members, the President will make an executive decision to break the tie. The Board has the authority to temporarily enact changes to the By-laws until either the Annual Meeting or a Special Meeting where voting on such changes can be determined by a quorum of members.
2. Each of the directors constituting the Executive Board will hold office until December 31, following the first Annual meeting of the Guild or until her/his resignation or removal from office.
3. Election of officers, other than those on the Executive Board, shall be conducted in the following manner:
 - a. Election of officers shall be held at the Annual Members meeting.
 - b. The Board shall appoint a nominating committee of three to five members, not less than thirty (30) days prior to the meeting. The committee shall nominate one person for each office. Nominations for officers may also be made from the floor during the November meeting.

- c. The election shall be by ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast, each member voting being entitled to cast his/her vote or votes for each of as many nominees as there are vacancies to be filled.
- d. Vacancies occurring between annual meetings shall be filled by appointment of the Board.
- e. Terms of office shall be from January 1 to December 31.
- f. No Board member may hold more than one elected office at a given time.
- g. Duration of office may be limited to two (2) successive terms as decided by the board.
- h. A Standing Committee is defined as one that meets on a consistent basis and is in existence from one year to the next.

Article V Duties of Officers

1. The President shall be the Chief Executive Officer of the Guild and shall have the responsibility for the management of the business of the Guild, subject to the direction of the Executive Board, conduct the monthly Guild meeting, and shall have and perform such other duties as the Board may assign. The President shall appoint all committees except the Nominating Committee. It is desirable that the President should have served one term on the Board previously, preferably as President-Elect.
2. The President-Elect shall assist the President and shall be prepared to assume the office of the President the following year. In the absence of the President, the President-Elect shall have the responsibility of conducting meetings, and performing any other tasks as directed by the Board. The President-Elect may also assist any of the Committee Chairs.
3. The Secretary shall keep the minutes of all meetings of the Board and will perform all duties incident to the office of the Secretary and such other duties, as may be required/assigned by the Board. The Secretary shall conduct all necessary correspondence.
4. The Treasurer shall receive, disburse, and maintain all funds received by the Guild; shall maintain records of all receipts and disbursements; shall prepare monthly, quarterly and/or annual financial statements as requested or required. She/he shall keep any necessary tax records and make any necessary reports and prepare a yearly budget for approval by the Board of Directors. The Treasurer may also designate a member to collect and deliver funds from the Post Office Box.
5. The Program Director, in the absence of the President and President-Elect shall preside over the monthly meeting. The Program Director shall enlist special speakers, teachers, and demonstrations to provide for the continuing education of our quilter members. The Program Director shall also coordinate the creation of workshops and educational programs.

6. The Membership Director, in the absence of the President, President-Elect and Program Director, shall be responsible to conduct the monthly meeting. This position is responsible for recording the payment of dues, updating membership documentation and all membership-related issues.
7. The Publication Director shall be responsible for the creation and distribution of the monthly newsletter and creation and maintenance of other publications (i.e., website, brochures, etc.) that may arise.
8. The Technology Director shall be responsible for establishing and maintaining on-line infrastructure to facilitate communications among the board members, maintain a Google Drive for guild history, documents, photos, and records in the safety of the Cloud, maintain Google Group for Board communications, assist with the website, send mail to the membership via Mailchimp, and manage aspects of Zoom meetings.
9. The Standing Committee Chairs shall be voting members of the Executive Board. Each Committee Chair is responsible for keeping the Board informed as to their activities and members. Each Committee Chair shall keep expense records and is responsible for staying within budget and completing necessary forms for the Treasurer. Unbudgeted expenses shall be reimbursed without prior approval of the Board.
10. Non-voting members of the Board shall consist of the Historian, Public Relations, and the Chairs of Ad Hoc Committees. Other positions may be created as needed.

Article VI Operations

1. The fiscal year for the Guild shall be from January 1 to December 31.
2. The Guild shall keep correct and complete records of account; the original or a copy of its Articles of Incorporation (when applicable) and Bylaws, including all amendments thereto to date, certified by the Secretary of the Guild and a membership roster, giving the names of the members and contact information.

Every member shall, upon written notice stating the purpose thereof, have the right to examine, in person, at any reasonable time or times, for any proper purpose, its relevant records of accounts and minutes.

3. Not later than four (4) months after the close of each fiscal year, the Treasurer shall prepare:
 - a. A balance sheet showing, in reasonable detail, the financial conditions of the Guild at the close of its fiscal year.
 - b. A profit and loss statement showing the results of its operations during its fiscal year.
 - c. Upon written request of a member, email to such member a copy of the most recent balance sheet and profit and loss statement.

Article VII Amendment Procedures

The Bylaws may be amended in the following manner:

1. The Executive Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either the Annual or Special meeting.
2. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member of record entitled to vote thereon. This notice shall be sent to the members via email at least two (2) weeks prior to the Meeting. If the meeting is an Annual meeting, the proposed amendment or such summary may be included in the notice of such Annual meeting.
3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative votes of a majority of the members entitled to vote thereon who are present and voting. There shall be no absentee voting.
4. Amendments will be attached as the last "Article" of the Bylaws. All Amendments will be dated as enacted.

Article VIII Parliamentary Authority

The Rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and other rules of order which the organization may adopt.

CAVEAT—While it is the intention of the Executive Board to use these Bylaws and Policies and Procedures, written for Quilt Guild by the Sea, as the foundation for building the organization and conducting the activities of the Guild, it does not, in any way, imply that these guidelines are infallible. Therefore, it is the wish of the Executive Board, that members note that there is also a "spirit" of the law that may, on occasion, take precedent over a written "rule".

It is with this "spirit" in mind that all Guild members are encouraged to develop and adopt an attitude toward participation that we call "The Spirit of the Guild". "The Spirit of the Guild" means that members fully participate in whatever the Guild may ask and that, as a member, one does not create an atmosphere of negativity when a written "rule" is flexed.

Remember, it is for the fellowship, pleasure and recreation of our members that Quilt Guild by the Sea is established.

Adopted...April 5th, 2011
Amended November 20th, 2012

Amended June 15th, 2014
Amended September 30, 2015
Amended August 30, 2017
Amended November 13, 2019
Amended October 26, 2020
Corrected July 21, 2022